

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF TEXAS
TYLER DIVISION**

BLUE SPIKE, LLC	§	CIVIL ACTION NO. 6:12-CV-499 MHS
	§	
Plaintiff	§	LEAD CASE
	§	
v.	§	
	§	
TEXAS INSTRUMENTS, INC., et al.	§	JURY TRIAL DEMANDED
	§	
Defendant.	§	
	§	
	§	
BLUE SPIKE, LLC	§	CIVIL ACTION NO. 6:13-CV-89
	§	
Plaintiff	§	CONSOLIDATED CASE
	§	
v.	§	
	§	
MORPHOTRAK, INC. and SAFRAN USA, INC.,	§	
	§	
Defendants.	§	
	§	

DECLARATION OF ROBERT HORTON

I, Robert Horton, do hereby declare and state as follows:

1. I submit this Declaration in support of the Motion to Transfer filed by Defendant MorphoTrak, Inc. ("MorphoTrak"). I reviewed the Complaint filed against MorphoTrak in this matter and understand that Plaintiff alleges infringement by MorphoTrak of four U.S. patents by importing, making, using, offering for sale, and/or selling fingerprint-based biometric software, systems, and technology ("Accused Products"). I have personal knowledge of the facts set forth in this Declaration, except as otherwise stated. I am competent to testify as to all matters stated, and if called upon to do so, I would testify to the facts set forth in this Declaration.
2. I am employed as Director of Marketing and Communications at Defendant MorphoTrak.

3. MorphoTrak is a Delaware corporation, with offices at Anaheim, California, within the Central District of California, where it maintains corporate documents and employs the majority of the personnel relevant to this action.

4. No likely MorphoTrak fact witnesses reside in the Eastern District of Texas. No source of proof with respect to MorphoTrak is located in this District. MorphoTrak does not employ anyone based in the Eastern District of Texas.

5. The majority of MorphoTrak's operations are located at its facilities in Anaheim, California. MorphoTrak has been located in Orange County in the Central District of California since the founding of its predecessor entity, Printrak in 1974. MorphoTrak's offices in Anaheim, California are the location of (a) the servers, technical infrastructure and manufacturing facility associated with the Accused Products; (b) MorphoTrak's technical documents relating to the Accused Products; (c) MorphoTrak's electronically stored information relating to the manufacture, use and/or sale of the Accused Products; (d) all of the documents relating to the research, design, development of the Accused products; (e) the majority of documents relating to the operation, marketing, advertising and sales of the Accused Products; and (f) all financial books, records, and accounting data relating to the revenues associated with the Accused Products. To the extent that some MorphoTrak documents relating to the marketing and sales of Accused Products are located outside Anaheim, California, such documents are located at MorphoTrak's offices in Alexandria, Virginia; Albany, New York; or Federal Way, Washington. In other words, all of MorphoTrak's documents relevant to the case are located over 1000 miles from the state of Texas.

6. None of the file servers, documents, or electronically stored information relevant to the claims and defenses in this lawsuit is located in the Eastern District of Texas.

7. All foreseeable MorphoTrak witnesses with information about the Accused Products and the claims and defenses in this lawsuit reside in the Central District of California. MorphoTrak has over 400 permanent employees, over forty percent of whom are based in Anaheim, California. To the extent that any MorphoTrak employees, even those employees with no knowledge of the Accused Products, are not based in Anaheim, California, they are based in Alexandria, Virginia; Albany, New York; Federal Way, Washington; or Concord, California, all over 1000 miles from Texas. None of MorphoTrak's employees reside in the Eastern District of Texas.

8. All of the employees identified by MorphoTrak as likely witnesses in the case are based at MorphoTrak's office in Anaheim, California and reside near that office. For example, Peter Lo, Guy Mahoney, and Daniel Asraf are MorphoTrak employees who have knowledge regarding research and development with respect to the Accused Products, while I have knowledge regarding sales and marketing with respect to the Accused Products. Peter, Daniel, Guy, and I are based in MorphoTrak's office in Anaheim, California.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed this 2nd day of April, 2013, in ANAHEIM CA.

Robert G. Hart